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December 15, 2005

The Honorable Joseph J. Farnan, Jr.
United States District Court
844 King Street
Wilmington, Delaware 19801

VIA E-FILING & HAND DELIVERY

Re: *Bally Total Fitness Holding Corp. v. Liberation Investments, L.P., et al.*,
C.A. No. 05-841-JJF

Dear Judge Farnan:

Enclosed is a corrected copy of page 6 of the defendants' motion to dismiss the pending proceedings as moot in light of the parties' recent disclosure filings (D.I. 28). We would respectfully request that this page be substituted for the version filed with the Court yesterday morning, and apologize for any inconvenience this has caused.

Respectfully,

/s/ Steven T. Margolin (I.D. #3110)

Steven T. Margolin (I.D. #3110)

cc: Clerk, United States District Court (by e-filing)
Raymond J. DiCamillo, Esq. (by e-filing)

STM/amb/164634
Enclosure